

# ROADWAYS INDIA LIMITED

Regd. Office : 11/5b, First Floor, Pusa Road, New Delhi-110005  
CIN: L63090DL1987PLC319212, Telephone No.:- 011-47192065  
Mail Id : corporate@roadwaysindia.com

## NOTICE

**NOTICE** is hereby given that the 33<sup>rd</sup> Annual General Meeting of the Company will be held on Wednesday, the 30<sup>th</sup> day of September, 2020 at 10:30 A.M. at 11/5B, First Floor, Pusa Road, New Delhi-110005, India to transact the following businesses:-

### **ORDINARY BUSINESS**

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2020 and the Reports of the Board of Directors and Auditors thereon; and
2. To appoint a Director in place of Mrs. Anita Goyal (DIN: 00271295), who retires by rotation and, being eligible, offers herself for re-appointment.
3. **Re-appointment of Statutory Auditors of the Company**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s. Anoop Agarwal & Co., Chartered Accountants having Firm Registration No. 001739C be and are hereby re-appointed as the Statutory Auditors of the Company to hold office for their second term of 5 (five) years from the conclusion this Annual General Meeting till the conclusion of Annual General Meeting to be held in 2025 on such remuneration and terms and conditions as set out in the explanatory statement to this Notice.”

By the order of the Board  
For **Roadways India Limited**

Place: New Delhi  
Date: 24<sup>th</sup> August, 2020

Sd/-  
**Amit Goyal**  
Managing Director  
DIN: 02614232

## **NOTES:**

1. Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, with respect to appointment of the Statutory Auditors of the Company, as proposed under Item No. 3 of this Notice under Ordinary Business, is provided in the Explanatory Statement.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty Members holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Members holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a Proxy for any other member. The instrument of Proxy, in order to be effective, should be deposited, either in person or through post, at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report.
3. Corporate member intending to send their authorized representative to attend and vote at the meeting are requested to send a certified true copy of the Board Resolution authorising them in this behalf.
4. The Share Transfer Books and Register of Members of the Company will remain closed from Friday, 25<sup>th</sup> September, 2020 to Wednesday, 30<sup>th</sup> September, 2020 (both days inclusive).
5. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Reports, Notices, Circulars, etc. from the Company, electronically.
6. **Members holding shares in physical mode:**
  - (a) are required to submit their Permanent Account Number (PAN) and bank account details to the Company/Skyline Financial Services Private Limited, if not registered with the Company as mandated by SEBI.
  - (b) are advised to register the nomination in respect of their shareholding in the Company.
7. **Members holding shares in electronic mode:**
  - (a) are requested to submit their PAN and bank account details to their respective DPs with whom they are maintaining their demat accounts
  - (b) are advised to contact their respective DPs for registering the nomination.
8. Securities and Exchange Board of India ("SEBI") has mandated that securities of listed companies can be transferred only in dematerialized form from w.e.f. April 1, 2019. Accordingly, the Company/Registrar has stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialisation.
9. Details required under Regulations 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations") in respect of the Director seeking appointment/re-appointment at the Annual General Meeting is provided in the AGM notice.
10. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto. The Annual Report, Notice of AGM, Proxy Form and Attendance Slip are also available at the Company's website at [www.roadwaysindia.com](http://www.roadwaysindia.com).
11. All documents referred to in accompanying Notice and Explanatory Statement shall be open for inspection at the Registered Office of the Company during the office hours on all working days between 10.00 AM to 4.00 PM up to the date of conclusion of Annual General Meeting.
12. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The instructions for e-voting are annexed to the Notice. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM. The

Board has appointed Neeta Sharma, Practicing Company Secretary (Membership No. ACS: 40845; CP No: 19364), as the Scrutinizer to scrutinize the evoting/ ballot process in a fair and transparent manner.

13. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than 48 (forty eight) hours from the conclusion of the Meeting, make a scrutinizer's report and submit the same to the Chairman. The results declared along with the Scrutinizer's report shall be placed on the Company's website [www.roadwaysindia.com](http://www.roadwaysindia.com) and on the website of CDSL and shall also be intimated to the Stock Exchanges where shares of the Company are listed.

By the order of the Board  
For **Roadways India Limited**  
Sd/-  
**Amit Goyal**  
**Managing Director**  
**DIN: 02614232**

Place: New Delhi  
Date: 24<sup>th</sup> August, 2020

### **EXPLANATORY STATEMENT**

Annexed to the Notice convening the 33<sup>rd</sup> Annual General Meeting to be held on Wednesday, 30<sup>th</sup> September, 2020.

#### **ITEM NO. 3**

The Members of the Company at the Extra-Ordinary General Meeting ('EGM') held on 28th May, 2016 approved the appointment of M/s Anoop Agarwal & Co., Chartered Accountants, as the Auditors of the Company due to the resignation of M/s Awatar Joshi & Co., Chartered Accountants, to fill the Casual Vacancy, for a period of five years from 2015-2020. M/s Anoop Agarwal & Co. will complete their present term on conclusion of this AGM in terms of the said approval and Section 139 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014.

The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee ('the Committee'), recommended for the approval of the Members, the re-appointment of M/s Anoop Agarwal & Co., Chartered Accountants, as the Auditors of the Company for a second term of five years from the conclusion of this AGM till the conclusion of the AGM held in 2025. On the recommendation of the Committee, the Board also recommended for the approval of the Members, the remuneration of M/s Anoop Agarwal & Co. for the financial year 2020-21 is fixed at Rs. 1,50,000/- plus GST as applicable, and reimbursement of out-of-pocket expenses incurred.

The Committee considered various parameters like capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc., and found M/s Anoop Agarwal & Co. to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

M/s Anoop Agarwal & Co. have given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

The Board recommends this Resolution for your approval.

## A BRIEF PROFILE OF THE DIRECTORS TO BE APPOINTED/ RE-APPOINTED

Particulars	Mrs. Anita Goyal
Date of Birth	1 <sup>st</sup> June, 1965
Qualifications	Graduate
Expertise in specific Functional Area	20 Years' experience in Logistics Business
Date of first appointment on the Board	1 <sup>st</sup> June, 1999
Directorship held in other Companies	-
Memberships/ Chairmanships of committees of other companies	-

### INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING

In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, and Section 108 of the Companies Act, 2013, read with the related Rules, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically. The Company has engaged the services of **Central Depository Services Limited (CDSL)** for the purpose of providing e-voting facility to all its members.

The e-Voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com).

**The e-voting period commences on 27<sup>th</sup> September, 2020 (09:30 am) and ends on 29<sup>th</sup> September, 2020 (5:00 pm).** During this period shareholders' of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the **cut-off date** of 24<sup>th</sup> September, 2020. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the **cut-off date i.e. 24<sup>th</sup> September, 2020**, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com.in](mailto:helpdesk.evoting@cdslindia.com.in) or [virenr@skylinerta.com](mailto:virenr@skylinerta.com) (RTA email id).

The facility for voting through ballot paper shall also be made available at the venue of the Annual General Meeting. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

**The procedure to login to e-Voting website is given below:**

- (i) Launch internet browser by typing the URL [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on "Shareholder - Login".
- (iii) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>
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PAN	<p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN for the relevant Roadways India Limited which on which you choose to vote.

(xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & entering the details as prompted by the system.

(xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to helpdesk.evoting@cdslindia.com.

**IMPORTANT & URGENT  
FOR YOUR IMMEDIATE ACTION**

Dear Shareholder(s)

**Compulsory Dematerialization of shares of listed company:**

SEBI vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018, amended Regulation 40 of Listing Regulations pursuant to which from 1st April, 2019, onwards securities can be transferred only in dematerialized form. However, it is clarified that, members can continue holding shares in physical form. Transfer of securities in demat form will facilitate convenience and ensure safety of transactions for investors.

Members holding shares in physical form are requested to convert their holding(s) to dematerialized form to eliminate all risks associated with physical shares.

**Mandatory update of PAN and Bank details:**

Pursuant to SEBI Circular SEBI/HO/MIRSD/DOP1/ CIR/P/2018/73 dated 20th April, 2018, shareholders holding shares in physical form whose folio do not have / have incomplete details with respect to PAN and bank particulars are mandatorily required to furnish the PAN and bank account details to the Company / Registrar & Transfer Agent (RTA) for registration under their folio.

ROADWAYS INDIA LIMITED  
CIN: L63090DL1987PLC319212  
Regd. Off: 11/5b, First Floor, Pusa Road, New Delhi-110005  
Email Id: corporate@roadwaysindia.com, Website: www.roadwaysindia.com  
Tel: 011-47192065

**ATTENDANCE SLIP**

DP ID No. \_\_\_\_\_

Client ID No. \_\_\_\_\_

Folio No. \_\_\_\_\_

No. of Shares held \_\_\_\_\_

I/We hereby record my/our presence at the 33<sup>rd</sup> Annual General Meeting of the Company to be held at 11/5b, First Floor, Pusa Road, New Delhi-110005, India on Wednesday, the 30<sup>th</sup> Day of September, 2020 at 10:30 A.M. or at any adjournment thereof.

Name of Shareholder (In Block Letters) \_\_\_\_\_

Father's/ Husband's Name of the Shareholder \_\_\_\_\_

Name \_\_\_\_\_ of \_\_\_\_\_

Proxy

\_\_\_\_\_  
(To be filled only when shareholder is appointing Proxy)

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**(Signature of the Shareholder/Proxy)**

\_\_\_\_\_

ROADWAYS INDIA LIMITED  
 CIN: L63090DL1987PLC319212  
 Regd. Off: 11/5b, First Floor, Pusa Road, New Delhi-110005  
 Email Id: corporate@roadwaysindia.com, Website: www.roadwaysindia.com  
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**Form MGT-11**  
**Proxy Form**  
**(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies**  
**(Management & Administration) Rules, 2014)**

Name of the member(s):	Folio No./ DP Id-Client Id.:
Registered Address:	Email id.:

I/We, being the member(s) of \_\_\_\_\_ shares of above named Company, hereby appoint:

1.

Name:	Email id.:
Address:	Signature:

Or failing him/her

2.

Name:	Email id.:
Address:	Signature:

Or failing him/her

3.

Name:	Email id.:
Address:	Signature:

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33<sup>rd</sup> Annual General Meeting of the Company will be held on Wednesday, 30<sup>th</sup> day of September, 2020 at 10:30 A.M. at 11/5b, First Floor, Pusa Road, New Delhi-110005, India, India and any adjournment thereof in respect of such resolutions as are indicated below:

Item No	Description	For*	Against*
	<b>Ordinary Business</b>		
1.	To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2020 and the Reports of the Board of Directors and Auditors thereon		
2.	To Appoint Mrs. Anita Goyal (DIN: 00271295) as director, who retires by rotation		
3.	Re-appointment of M/s Anoop Agarwal & Co., Chartered Accountant as Statutory Auditors of the Company		

Signed this \_\_\_\_\_ day of \_\_\_\_ 2020

Signature of Shareholder(s) \_\_\_\_\_

Signature of Proxy Holder(s) \_\_\_\_\_

Affix INR 1 Revenue Stamp
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Notes:

- Please put a cross (x) in the box in the appropriate column against the respective resolutions. If you leave the 'For' and 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- A proxy need not be a member of the Company. Pursuant to section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than 50 members and holding in aggregate not more than



10% of the total share capital of the Company. Members holding more than 10% of total share capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other member.

- This form of proxy, to be effective should be deposited at the registered office of the Company as per details given herein above, not later than 48 hours before the commencement of the aforesaid meeting.